

AKIN GUMP STRAUSS HAUER & FELD LLP  
One Bryant Park  
New York, New York 10036  
Telephone: (212) 872-1000  
Facsimile: (212) 872-1002  
Ira S. Dizengoff  
Philip C. Dublin  
Sara L. Brauner  
Zachary D. Lanier

*Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re	)	Chapter 11
	)	
SEARS HOLDINGS CORPORATION, et al., <sup>1</sup>	)	Case No. 18-23538 (RDD)
	)	
Debtors.	)	(Jointly Administered)
	)	

**NOTICE OF FILING OF THE AFFIDAVIT AND  
SWORN STATEMENT OF RAPHAEL T. WALLANDER**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**PLEASE TAKE NOTICE** that on June 28, 2019, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* [ECF No. 4389] (the “Plan”)<sup>2</sup> and the *Disclosure Statement for Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors* [ECF No. 4390] (the “Disclosure Statement”).

**PLEASE TAKE FURTHER NOTICE** that the Plan provides that the initial members of the Liquidating Trust Board shall comprise: (1) Patrick J. Bartels; (2) Alan J. Carr; (3) Eugene I. Davis; (4) William L. Transier; and (5) Raphael T. Wallander. Pursuant to the Plan, each proposed member of the Liquidating Trust Board shall complete and file with the Bankruptcy Court, by no later than July 9, 2019, a sworn affidavit, which shall state that such member does not have any conflict of interest in connection with serving on the Liquidating Trust Board and is not party to any separate formal or informal agreement and/or arrangement regarding the Liquidating Trust Board’s selection of advisors.

**PLEASE TAKE FURTHER NOTICE** that attached hereto as **Exhibit A** is a copy of the sworn affidavit of Raphael T. Wallander.

*[Remainder of page left blank intentionally.]*

---

<sup>2</sup> Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

New York, New York  
Dated: July 9, 2019

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

Ira S. Dizengoff

Philip C. Dublin

Sara L. Brauner

Zachary D. Lanier

One Bryant Park

New York, New York 10036

Telephone: (212) 872-1000

Facsimile: (212) 872-1002

Email: idizengoff@akingump.com

pdublin@akingump.com

sbrauner@akingump.com

zlanier@akingump.com

*Counsel to the Official Committee of Unsecured  
Creditors of Sears Holdings Corporation, et al.*

**Exhibit A**

Affidavit of Raphael T. Wallander

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re :  
: **Chapter 11**  
SEARS HOLDINGS CORPORATION, *et al.*, :  
: **Case No. 18-23538 (RDD)**  
: **(Jointly Administered)**  
Debtors.<sup>1</sup> :  
-----X

**AFFIDAVIT AND SWORN STATEMENT OF RAPHAEL T. WALLANDER**

STATE OF MINNESOTA )  
 ) s.s.:  
COUNTY OF HENNEPIN)

RAPHAEL T. WALLANDER, being duly sworn, upon his oath, deposes and says as follows:

I am the owner of Maxwell Bay Advisors, LLC, located at 1070 Tonkawa Road, Orono, Minnesota.

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1. Pursuant to Section 10.6 of the *Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and its Debtor Affiliates* (ECF No. 4389) (as may be amended, modified, or supplemented, the “**Plan**”),<sup>2</sup> I have been appointed as an initial member of the Liquidating Trust Board.

2. I have not, and will not, enter into, am not and will not be a party to, and am not subject to or will be subject to any agreement or arrangement, formally or informally, regarding the Liquidating Trust Board’s selection of advisors, including the Liquidating Trustee and the Primary Trust Litigation Counsel.

3. In the selection of the Liquidating Trustee and the Primary Trust Litigation Counsel, I represent that I shall take into consideration the following factors, among others, in determining whether the retention of such advisors is in the best interests of the Liquidating Trust and the Liquidating Trust Beneficiaries, as required by Section 10.7(a)(i) of the Plan:

- i. any substantial amounts and/or investments already made by the Debtors’ Estates;
- ii. institutional knowledge;
- iii. prior experience; and
- iv. economics of the proposed engagement.

4. I represent that I have not, and will not, separately contact, outside the presence of the full Liquidating Trust Board, any proposed advisor or Liquidating Trustee

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

regarding the terms of retention, including fee proposals before or after submission of proposed engagement terms.

5. I do not hold or represent any interest materially adverse to the Debtors or their estates, and I am able to perform the duties required as a member of the Liquidating Trust Board.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on July 8, 2019, at 11:50am ct.

R. T. Wallander  
Affiant Name  
Raphael T. Wallander

SWORN TO AND SUBSCRIBED before  
Me this 8<sup>th</sup> day of July, 2019

[Signature]  
Notary Public

